

PETER C. HARVEY  
ATTORNEY GENERAL OF NEW JERSEY  
Division of Law, 5th Floor  
124 Halsey Street  
P.O. Box 45029  
Newark, New Jersey 07101  
Attorney for Franklin L. Widmann, Chief  
New Jersey Bureau of Securities

By: Christopher W. Gerold  
Deputy Attorney General  
(973) 648-2893

OFFICE OF ADMINISTRATIVE LAW  
Docket No. BOS-02733-2004S

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IN THE MATTER OF

LEWIS MANILOFF

CRD #318695  
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CONSENT ORDER

WHEREAS, pursuant to the provisions of N.J.A.C. 1:1-19.1(c), Franklin L. Widmann, Chief of the New Jersey Bureau of Securities (the "Bureau"), by and through Christopher W. Gerold, Deputy Attorney General, have agreed to resolve the above captioned action with Respondant Lewis Maniloff ("Maniloff");

WHEREAS, the Bureau filed an administrative complaint against Maniloff on December 4, 2003 under OAL Docket No. BOS-02733-2004S;

WHEREAS, the Administrative Complaint alleged that: Maniloff had engaged in dishonest or unethical practices in the securities, commodities, banking, insurance, or investment advisory business, as may be defined by rule of the Bureau Chief in violation of N.J.S.A. 49:3-47 et seq. (the "Securities Law");

WHEREAS, a hearing on the merits was scheduled for December 7, 2005 and has been adjourned until January 7, 2006;

WHEREAS, both Maniloff and the Bureau have agreed to settle the matter to avoid the cost and inconvenience of further litigation;

WHEREAS, Maniloff admits to the following findings of fact:

- (i) Maniloff, Central Registration Depository ("CRD") Number 318695, at all relevant times was registered with the Bureau as an agent of First Colonial Securities Group ("First Colonial"), CRD #25121, a New Jersey Corporation, with its principal place of business located at 3010 N. Military Trail, Suite 300, Boca Raton, Florida 33431.
- (ii) In June 2000, Maniloff owned ten percent of First Colonial;
- (iii) In June 2000, Maniloff was Phillip Toscano's ("Toscano") broker for accounts with First Colonial, and had been Toscano's broker for at least 15 years;
- (iv) Maniloff knew Toscano to be a conservative investor;
- (v) In June 2000, Maniloff solicited and recommended to Toscano a bridge loan which was a six month subordinated promissory note with warrants in the principal amount of \$150,000.00. Interest payments were to be ten percent of the principal;

(vi) On June 20, 2000, Toscano, with Maniloff's assistance, purchased the bridge loan with warrants using the equity in his account as collateral for the transaction, or margin;

(vii) As a result of the June 20, 2000 transaction between Toscano and First Colonial, Maniloff engaged in dishonest and unethical practices in violation of N.J.S.A. 49:3-58(a)(2)(vii) for the following reasons, both independently and in totality:

- (a) recommending an unsuitable investment;
- (b) recommending the use of margin to a conservative investor;
- (c) not properly filling out the investment questionnaire as required by the investment agreement;
- (d) not disclosing his ownership interest in First Colonial before recommending investments in First Colonial;

WHEREAS, Maniloff consents to the entry of this Consent Order and voluntarily waives, for the purposes of this proceeding only, an opportunity for hearing after reasonable notice within the meaning of N.J.S.A. 49:3-58(c)(2);

WHEREAS, Maniloff agrees that for purposes of this matter, or any future proceeding to enforce this agreement, this Consent Order

shall have the same effect as if proven and ordered after a full hearing;

WHEREAS, the Bureau finds that the sanctions imposed herein are in the public interest, for the protection of investors and consistent with the policy and purposes intended by the Securities Law;

WHEREAS, this Consent Order concludes this matter against Maniloff relating to the conduct alleged in the Administrative Complaint.

IT IS on this 22nd day of December, 2005, ordered and agreed:

1. Lewis Maniloff's New Jersey agent registration is hereby permanently revoked.
2. Lewis Maniloff is hereby barred from engaging in any business that involves the issuing, selling, offering for sale, purchasing, offering to purchase, promoting, negotiating, advertising or distributing any securities from or within the State of New Jersey.
3. Lewis Maniloff shall pay the Bureau of Securities, a civil monetary penalty in the amount of \$10,000. Payment shall be made as follows:
  - (a) Upon the entry of this Consent Order by the Chief of the Bureau of Securities ("Bureau Chief"), Respondent Maniloff shall immediately tender \$10,000;

- (b) Payment shall be made by attorney trust fund account check, certified check, money order, or other guaranteed funds, made payable to the "Bureau of Securities, State of New Jersey" and delivered to the attention of the Bureau Chief, at the following address: State of New Jersey, Department of Law and Public Safety, Division of Consumer Affairs, Bureau of Securities, 153 Halsey Street, 6<sup>th</sup> Floor, Newark, New Jersey 07102 or by mail to the Bureau of Securities, P.O. Box 47029, Newark, New Jersey 07101;
- (c) Default will be deemed to have occurred if the Bureau does not receive payment within ten (10) days of the date this Consent Order is entered by the Bureau Chief. If Lewis Maniloff is deemed to have defaulted, petitioner shall move this Consent Order to the New Jersey Superior Court by Order to Show Cause to enforce this Consent Order into a judgment which will be docketed as a judgment against Lewis Maniloff.

4. The parties to this agreement acknowledge that for the purpose of enforcement of this Consent Order, New Jersey law shall govern the terms and provisions herein.
5. The parties to this Consent Order represent that an authorized representative of each has signed this Consent

Order with full knowledge, understanding and acceptance of its terms, and that each person has done so with authority to legally bind the respective party.

6. This Consent Order constitutes the entire agreement among the parties with respect to its subject matter. Any addition, deletion or change to this Consent Order must be in writing and signed by all the parties in order to be binding.
7. The parties to this agreement acknowledge that if, after the signing of this Consent Order, Maniloff engages in any act or practice which constitutes a violation of the Securities Law, or if any representation made by Lewis Maniloff is subsequently discovered to be untrue, this Consent Order shall not be a waiver of any of the Bureau Chief's or the Bureau's rights, nor shall the entire controversy doctrine be deemed applicable to any action taken by the Bureau as a result of Maniloff's actions.
8. Nothing contained herein shall bind or affect the rights of any person not a party hereto, nor the rights of the parties against any person not a party hereto.

9. This Consent Order may be signed in counterparts, each of which shall be deemed original.

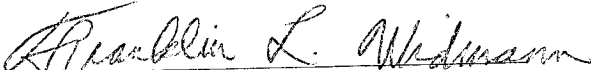
Consent to the Form  
and Entry of this Order:

By:   
Lewis Mahiloff

Dated: 12/16/05

PETER C. HARVEY  
ATTORNEY GENERAL OF NEW JERSEY

By Order of the Chief of the Bureau of Securities

By:   
Franklin L. Widmann  
Chief, Bureau of Securities

Dated: December 22, 2005

Attorney for Franklin Widmann  
Chief of the New Jersey Bureau of Securities

By:   
Christopher W. Gerold  
Deputy Attorney General

Dated: 12/22/05